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HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

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June 30, 1995

TRANSMITTAL BY FEDERAL EXPRESS

7/10/95
Secretary of State
Division of Corporations
Department of State
409 East Gaines Street 32399
Tallahassee, FL 32314

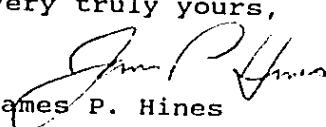
Re: Incorporation - PEDIATRIC MEDICAL SUBSPECIALTIES, INC.
Dear Sir:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above captioned corporation and our check in the amount of \$122.50 to cover the cost of the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00

I will appreciate your filing the Articles, certifying the enclosed copy and returning it to me.

Very truly yours,


James P. Hines

JPH/bms
Enclosures

cc: PEDIATRIC MEDICAL SUBSPECIALTIES, INC.

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****122.50 ****122.50




ARTICLES OF INCORPORATION
OF
PEDIATRIC MEDICAL SUBSPECIALTIES, INC.

1-1 (15)

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation shall be: PEDIATRIC MEDICAL SUBSPECIALTIES, INC.

ARTICLE II
Duration and Existence

The existence of this Corporation shall begin upon July 1, 1995, and thereafter, the existence of this Corporation shall be perpetual.

ARTICLE III
Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock then issued shall be paid for and shall be nonassessable. The Corporation elects to have preemptive rights pursuant to Article 607.0630 of the Florida Statutes.

ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this Corporation at that address is James P. Hines.

ARTICLE V
Purposes, Business or Objects

The general nature of business to be transacted by this Corporation, or the objects or purposes of the Corporation, shall be as follows:

- (a) To act as an agent for the purpose of billing for medical services rendered on behalf of an affiliated personal service corporation or corporations.
- (b) In general, to carry on any other business in connection with the foregoing and to have and to exercise all powers conferred by the laws of the State of Florida, and any amendments thereto and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE VI
Principal Office

The principal office of this Corporation shall be located at 2110 West Martin Luther King Blvd., Tampa, FL 33607, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the exact number of the same to be fixed by the Stockholders or by the Corporate Bylaws. Each of the said Directors shall be of full age. A quorum for the transaction of business shall be as determined by the Directors from time to time and as provided for in the Bylaws of this Corporation. Subject to the Bylaws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII
First Board of Directors

The name and street address of the members of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this Corporation, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Daniel J. Plasencia, M.D.	2110 West Martin Luther King Blvd. Tampa, FL 33607
Sridhara Sastry, M.D.	2110 West Martin Luther King Blvd. Tampa, FL 33607
David Rosenberg, M.D.	2110 West Martin Luther King Blvd. Tampa, FL 33607

ARTICLE IX
Subscriber

The name and address of the subscriber to these Articles of Incorporation is: James P. Hines, 315 South Hyde Park Avenue, Tampa, Florida 33606.

ARTICLE X
Transactions With Corporations

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any other corporation, or are Directors or Officers of any other corporations. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this Corporation who is also a Director or Officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such Officer or Director of such other corporation or member of such other firm, or not so interested.

ARTICLE XI
Bylaws

(a) The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any Bylaws or any amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by a vote of the Stockholders. No bylaw which has been altered, amended or adopted by such vote of the Stockholders may be altered, amended or repealed by vote of the

Directors until two (2) years shall have expired since such action by vote of such Stockholders.

(b) The Bylaws of this Corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State of Florida or of the United States.

ARTICLE XII
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation the uses and purposes therein stated.

James P. Hines
James P. Hines

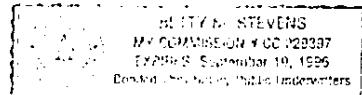
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this _____ day of _____, 1995, before me the undersigned officer, personally appeared, James P. Hines, the Resident Agent, who:

[] is personally known to me to be the individual described in, and who executed, the foregoing Articles of Incorporation, and who did/did not (Circle One) take an oath.

[] is not personally known to me, but provided Driver's License No. _____ as proof that he is the individual described in, and who executed, the foregoing Articles of Incorporation and who did/did not (Circle One) take an oath.

Notary Public



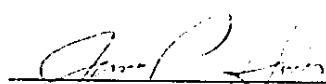
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
PEDIATRIC MEDICAL SUBSPECIALTIES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that PEDIATRIC MEDICAL SUBSPECIALTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Tampa, Florida, County of Hillsborough, has named James P. Hines, located at 315 South Hyde Park Avenue, Tampa, Florida, as its Resident Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said Act relative to keeping open the said principal office of the Corporation.



James P. Hines,
Resident Agent